

P110000092021

(Requestor's Name)

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(City/State/Zip/Phone #)

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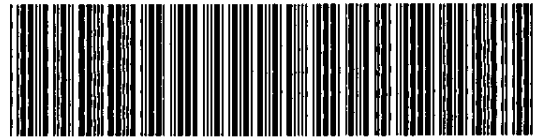
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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Amend
cc/cas
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NAVITAS MANAGEMENT INC.

DOCUMENT NUMBER: P11000092021

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tony DeLoach

Name of Contact Person

Navitas Management Inc.

Firm/ Company

6389 Tower Lane

Address

Sarasota FL 34240

City/ State and Zip Code

tonyd@wesinc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tony DeLoach

Name of Contact Person

at (941) 371-7617

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 10 AM 9:21

Articles of Amendment
to
Articles of Incorporation
of

NAVITAS MANAGEMENT INC

(Name of Corporation as currently filed with the Florida Dept. of State)

P11000092021

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here

(attach additional sheets, if necessary). (Be specific)

ARTICLE III PREVIOUSLY
AMENDED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

See Attached Sheet -

CERTIFICATION OF DETERMINATION OF PREFERENCES

OF SERIES A SUPER VOTING PREFERRED STOCK OF

NAVITAS MANAGEMENT INC.

**CERTIFICATE OF DETERMINATION OF
PREFERENCES OF SERIES A SUPER VOTING PREFERRED STOCK
OF NAVITAS MANAGEMENT INC.**

The undersigned, Anthony DeLoach and Laurie DeLoach, hereby certifies that:

1. That they are the duly elected and acting president and secretary, respectively, of Navitas Management Inc. a Florida corporation (the "Corporation").
2. On November 9, 2011, pursuant to the authority conferred upon the Board of Directors by the Certificate of Amendment to the Articles of Incorporation, and pursuant to the provisions of Florida General Corporation Law, the Board adopted the following resolution authorizing the designation of a Series of Preferred Stock and providing for the designations, preferences and rights of the Series A Super Voting Preferred Stock.
3. The corporation has designated two million (2,000,000) shares of Series A Super Voting Preferred Stock.
4. None of the shares of Series A Super Voting Preferred Stock have been issued.
5. Pursuant to the authority given by the Corporation's Certificate of Amendment to Articles of Incorporation, the Board of Directors of the Corporation has duly adopted the following recitals:

WHEREAS, the Amended Articles of Incorporation provide for a class of shares known as Preferred Stock, issuable from time to time in one or more series; and

WHEREAS, the Board of Directors of the Corporation is authorized within the limitations and restrictions stated in the Amended Articles of Incorporation to determine or alter the rights, preferences, privileges and restrictions granted to or imposed on any wholly unissued series of Preferred Stock, to fix the number of shares constituting any such series, and to determine the designation thereof; and

WHEREAS, the Corporation has not issued any shares of Preferred Stock, and the Board of Directors of this Corporation desires to determine the rights, preferences, privileges and restrictions relating to this initial series of Preferred Stock, and the number of shares constituting said series, and the designation of said series;

NOW, THEREFORE, BE IT

RESOLVED: That the President and the Secretary of this Corporation are authorized to execute, verify and file a certificate of determination of preferences with respect to the Series A Super Voting Preferred Stock in accordance with the laws of the State of Florida.

RESOLVED FURTHER: That the Board of Directors hereby determines the rights,

preferences, privileges and restrictions relating to said series of Series A Super Voting Preferred Stock shall be as set forth below:

A. Two Million (2,000,000) of the authorized shares of Preferred Stock of the Corporation, none of which have been issued or are outstanding, are hereby designed "Series A Super Voting Preferred Stock" (the "Series A Preferred Stock").

B. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

1. **Dividend Rights** The holders of outstanding shares of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, a dividend at the rate of 3% of the original issue price per share per annum, payable in preference and priority to any payment of any dividend on Common Stock. If, in any twelve month period, the Board of Directors declares dividends on the Common Stock that would exceed the dividends declared on the Series A Preferred Stock in such period determined on a Common Share Equivalent Basis (as defined below), the Board shall declare and pay an equivalent additional dividend on the Series A Preferred Stock so that the total dividends on the Common Stock and the Series A Preferred Stock are on a parity determined on a Common Share Equivalent Basis. Common Share Equivalent Basis shall be determined by comparing the dividend that would have been or will be declared or paid on the number of shares of Common Stock into which the shares of Series A Preferred Stock would have been or will be convertible as of the record date(s) to the dividends which were paid or will be paid on the Common Stock during such twelve month period. The right to receive dividends on shares of Series Preferred Stock shall not be cumulative, and no right to such dividends shall accrue to holders of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared or paid in any year. The original issue price of the Series A Preferred Stock (as adjusted for any combination, consolidation, share distributions or share dividends with respect to such shares) shall be \$0.001 per share.

2. **Voting Rights** Holders of the Series A Preferred Stock shall have two hundred fifty (250) times that number of votes on all matters submitted to the shareholders that each shareholder of the Corporation's Common Stock (rounded to the nearest whole numbers) is entitled to vote at each meeting of shareholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Holders of the Series A Preferred Stock shall vote together with the holders of Common Stock.

3. **Liquidation, Dissolution or Winding Up** Subject to any preferential liquidation rights of any series of Preferred Stock as may then be outstanding, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, an amount equal to that sum available for distribution to common stock holders.

4. **Conversion** The shares of Series A Preferred Stock will not be

convertible into shares of the Corporation's Common Stock.

5. **Voting to Change the Terms of Series A Preferred Stock** The approval of the Board of Directors and the affirmative vote at a meeting duly called by the Board of Directors for such purpose (or the written consent without a meeting) of the holders of not less than fifty-one percent (51%) of the then outstanding shares of Series A Preferred Stock shall be required to amend, alter, change or repeal any of the powers, designations, preferences and rights of the Series A Preferred Stock.

6. **Notices** In the case that the Corporation shall offer for subscription *pro rata* to the holders of its Common Stock any additional shares of stock of any class or other rights or there shall be any Organic Change (as defined below), the Company shall give, by first class mail, postage prepaid, or by facsimile or by recognized overnight delivery service to non-US residents, addressed to the holders of the shares of Series A Preferred Stock at the address of each such holder as shown on the books of the Corporation, (i) at least twenty (20) trading days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such subscription rights or for determining rights to vote in respect of any such change and (ii) in the case of any such change, at least twenty (20) trading days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (i) shall also specify, in the case of any such subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with clause (ii) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such Organic Change.

a. "Organic Change." Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Corporation's assets to another Person or other transaction in each case which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as an "Organic Change."

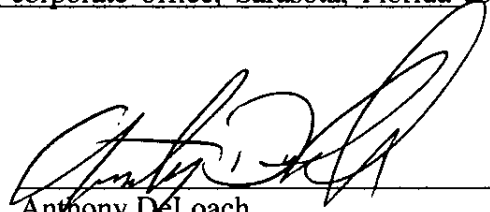
7. **Record Owner** The Corporation may deem the person in whose name shares of Series A Preferred Stock shall be registered upon the registry books of the Corporation to be, and may treat him as, the absolute owner of the Series A Preferred Stock for all purposes, and the Corporation shall not be affected by any notices to the contrary.

8. **Register** The Corporation shall maintain a transfer agent, which may be the transfer agent for the Common Stock or the Corporation itself, for the registration of the Series A Preferred Stock. Upon any transfer of shares of Series A Preferred Stock in accordance with the provisions hereof, the Corporation shall register or cause the transfer agent to register such transfer on the stock register.

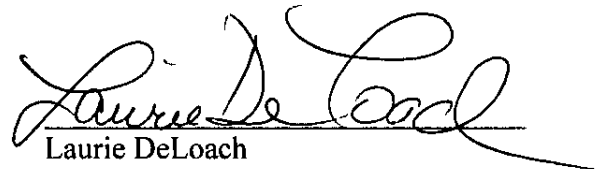
9. **No Other Rights, Privileges, Etc.** Except as specifically set forth herein, the holders of the Series A Preferred Stock shall have no other rights, privileges or preferences with respect to the Series A Preferred Stock.

IN WITNESS WHEREOF, the undersigned each declares under penalty of perjury that

the matters set out in the foregoing certificate are true of his own knowledge, and the undersigned have executed this certificate at the corporate office, Sarasota, Florida as of the 9th day of November, 2011.



Anthony DeLoach
President



Laurie DeLoach
Secretary

The date of each amendment(s) adoption: 11/9/2011
Effective date if applicable: 11/9/2011 (date of adoption - required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

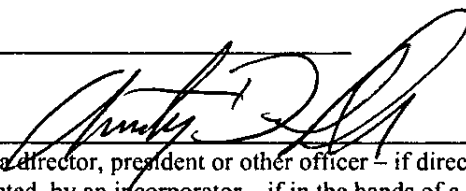
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated _____

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Anthony DeLoach
(Typed or printed name of person signing)

President
(Title of person signing)